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3A CHATER ROAD
HONG KONG

20276
RECORDATION NO. FILED 1425
SEP 24 1996 -1 55 PM

September 24, 1996

SEP 24 1 53 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease of Railroad Equipment, a "primary document", dated as of September 1, 1996.

The names and addresses of the parties to the primary document are as follows:

LESSOR: Bank of America Canada Leasing Corporation,
5510 Fifth Street S.W.
Calgary, Alberta T2P 3J4

LESSEE: Canadian National Railway Company
935 de La Gauchetiere Street West
Montreal, Quebec H3B 2M9

The equipment covered by the document consists of 105 General Motors of Canada model SD75I diesel-electric locomotives, serial numbers 956616-1 through 956616-105, marked with the road numbers of Canadian National Railway Company 5626 through 5730.

The recordation fee of \$22.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to Charles A. Spitulnik of Hopkins & Sutter, 888 16th Street Northwest, Washington, D.C. 20006.

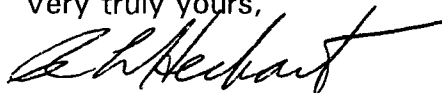
Counterparts - All parties

A short summary of the document for use in the index follows:

Memorandum of Lease of Railroad Equipment dated as of September 1, 1996, between Bank of America Canada Leasing Corporation, as lessor, and Canadian National Railway Company, as lessee, covering 105 locomotives.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Heckart", with a long, sweeping horizontal stroke extending to the right.

Robert L. Heckart

Encl.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001


9/24/96

Robert L. Heckart
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/24/96 at 1:55PM, and assigned recordation number(s) 20276, 20276-A and 20277.

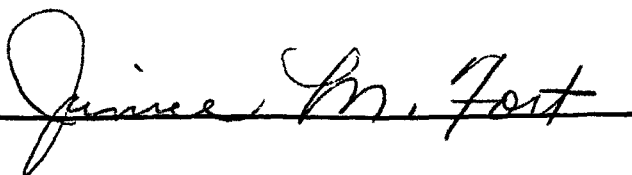
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 66.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



SEP 24 1996 -1 55 PM

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT
dated as of September 1, 1996, between
CANADIAN NATIONAL RAILWAY COMPANY, a
corporation continued under the laws of
Canada (hereinafter called the **Lessee**), and
BANK OF AMERICA CANADA LEASING CORPORATION, a
corporation amalgamated under the laws of
Canada (hereinafter called the **Owner**).

WHEREAS the Lessee and the Owner are entering into
that certain Lease of Railroad Equipment dated as of the
date hereof and supplements thereto, covering the railroad
equipment listed in Schedule A hereto, having the serial
numbers and bearing the road numbers of Canadian National
Railway Company shown in said Schedule A, and all additions
and alterations thereof, replacements thereof and
substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for
the public record the ownership of the said railroad
equipment by the Owner and the leasehold interest therein of
the Lessee, and accordingly have caused this memorandum to
be executed by their officers thereunto duly authorized, as
of the date first above written.

BANK OF AMERICA CANADA LEASING
CORPORATION,

by



VICE PRESIDENT

CANADIAN NATIONAL RAILWAY COMPANY,

by

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT
dated as of September 1, 1996, between
CANADIAN NATIONAL RAILWAY COMPANY, a
corporation continued under the laws of
Canada (hereinafter called the **Lessee**), and
BANK OF AMERICA CANADA LEASING CORPORATION, a
corporation amalgamated under the laws of
Canada (hereinafter called the **Owner**).

WHEREAS the Lessee and the Owner are entering into
that certain Lease of Railroad Equipment dated as of the
date hereof and supplements thereto, covering the railroad
equipment listed in Schedule A hereto, having the serial
numbers and bearing the road numbers of Canadian National
Railway Company shown in said Schedule A, and all additions
and alterations thereof, replacements thereof and
substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for
the public record the ownership of the said railroad
equipment by the Owner and the leasehold interest therein of
the Lessee, and accordingly have caused this memorandum to
be executed by their officers thereunto duly authorized, as
of the date first above written.

BANK OF AMERICA CANADA LEASING
CORPORATION,

by _____



CANADIAN NATIONAL RAILWAY COMPANY,

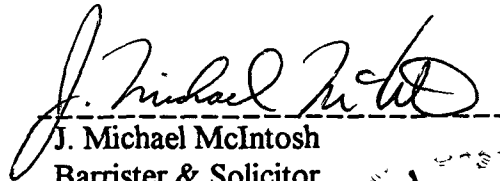
by

Sean Fin
Treasurer

PROVINCE OF ALBERTA)
CITY OF CALGARY)
)

SS.:

On this 20th day of September, 1996, before me personally appeared D.B. Linkletter, to me personally known, who, by me being duly sworn, says that he is Vice President of BANK OF AMERICA CANADA LEASING CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



J. Michael McIntosh
Barrister & Solicitor
Notary Public in and
for the Province of Alberta



PROVINCE OF ALBERTA

)

SS.:

COUNTY OF

)

See Attached

On this day of September, 1996, before me personally appeared , to me personally known, who, by me being duly sworn, says that he is of BANK OF AMERICA CANADA LEASING CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....
Notary Public

My commission expires

PROVINCE OF QUEBEC


)

SS.:

DISTRICT OF MONTREAL

)

On this ~~20th~~ day of September, 1996, before me personally appeared ~~Sean Finn~~, to me personally known, who, by me being duly sworn, says that he is ~~Treasurer~~ of CANADIAN NATIONAL RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


.....
Commissioner for Oaths

My commission expires

JOHN LAMONT
Commissioner for Oaths
Commissaire à l'Assermentation
Province of Quebec
Expires September 14, 1998

SCHEDULE A

One hundred five General Motors model SD75I diesel-electric locomotives, marked with the serial numbers 956616-1 through 956616-105, and bearing the road numbers of Canadian National Railway Company 5626 through 5730.